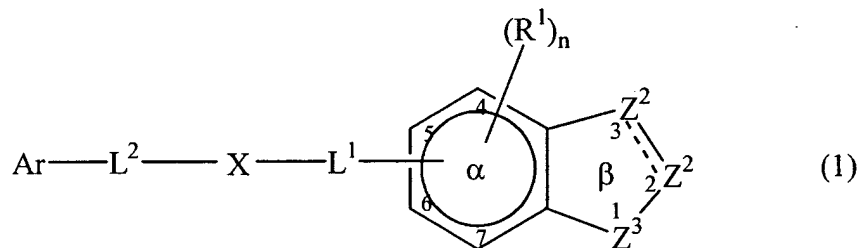


AMENDMENTS TO THE CLAIMS

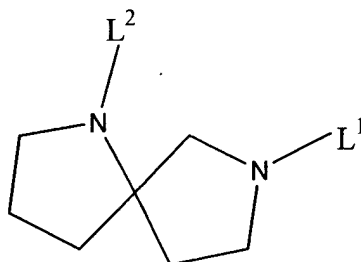
1. (currently amended): A compound of the formula:



and the pharmaceutically acceptable salts thereof wherein:

Ar is an aryl group substituted with 0-5 non-interfering substituents[[,]] selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aroyl, halo, OR, NR₂, SR, SOR, SO₂R, OCOR, NRCOR, NRCONR₂, NRCOOR, OCONR₂, RCO, COOR, alkyl-OOR, SO₃R, CONR₂, SO₂NR₂, NRSO₂NR₂, CN, CF₃, R₃Si, and NO₂, wherein each R is independently H, alkyl, alkenyl or aryl or heteroforms thereof, and wherein two of said optional substituents on adjacent positions can be joined to form a fused, optionally substituted aromatic or nonaromatic, saturated or unsaturated ring which contains 3-8 members wherein two adjacent noninterfering substituents can form a fused aromatic or nonaromatic ring;

L²-X-L¹ is of the formula:




L¹ is CO, SO₂ or alkylene (1-4C);

[[and]] L² ~~are linkers~~ is alkylene (1-4C) or alkenylene (2-4C) optionally substituted with one or two moieties selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, NH-aroyl, halo, OR, NR₂, SR, SOR, SO₂R, OCOR, NRCOR, NRCONR₂, NRCOOR, OCONR₂, RCO, COOR, alkyl-OOCR, SO₃R, CONR₂, SO₂NR₂, NRSO₂NR₂, CN, CF₃,

and R_3Si , wherein each R is independently H, alkyl, alkenyl or aryl or forms thereof containing 1-2 O, S and/or N atoms, and wherein two substituents on L^2 can be joined to form a non-aromatic saturated or unsaturated ring that includes 0-3 heteroatoms which are O, S and/or N and which contains 3 to 8 members or said two substituents can be joined to form a carbonyl moiety or an oxime, oximeether, oximeester or ketal of said carbonyl moiety;

n is 0-3;

each R^1 is independently halo, alkyl, heteroalkyl, OCOR, OR, NRCOR, SR, or NR_2 , wherein R is hydrogen, alkyl, aryl, or forms thereof containing 1-2 O, S and/or N or a noninterfering substituent;

 represents a single or double bond;

one Z^2 is CA or CR^2A ; the other Z^2 is CR^3 , CR^3_2 , NR^4 or N; and each R^2 , R^3 and R^4 is independently hydrogen or a noninterfering substituent are independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aroyl, halo, OR, NR_2 , SR, SOR, SO_2R , OCOR, NRCOR, $NRCONR_2$, $NRCOOR$, $OCONR_2$, RCO, COOR, alkyl-OOR, SO_3R , $CONR_2$, SO_2NR_2 , $NRSO_2NR_2$, CN, CF_3 , R_3Si , and NO_2 , wherein each R is independently H, alkyl, alkenyl or aryl or forms thereof containing 1-2 O, S and/or N and two of R^2 and/or R^3 on adjacent positions can be joined to form a fused, optionally substituted aromatic or nonaromatic, saturated or unsaturated ring which contains 3-8 members, or R^2 and/or R^3 is =O or an oxime, oximeether, oximeester or ketal thereof;

Z^3 is NR^5 or O; where R^5 is hydrogen or a noninterfering substituent H or is optionally substituted alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, or is SOR, SO_2R , RCO, COOR, alkyl-COR, SO_3R , $CONR_2$, SO_2NR_2 , CN, CF_3 , NR_2 , OR, alkyl-SR, alkyl-SOR, alkyl- SO_2R , alkyl-OCOR, alkyl-COOR, alkyl-CN, alkyl- $CONR_2$, or R_3Si , wherein each R is independently H, alkyl, alkenyl or aryl or forms thereof containing 1-2 O, S and/or N;

A is $-W_i-COX_jY$, where Y is COR^6 or an isostere thereof, each of W and X is a spacer substituted or unsubstituted alkylene or alkenylene, each of 2-6Å; each of i and j is independently 0 or 1; and R^6 is a noninterfering substituent H, or is straight or branched chain alkyl, alkenyl,

alkynyl, aryl, arylalkyl, heteroalkyl, heteroaryl, or heteroarylalkyl, each optionally substituted with halo, alkyl, heteroalkyl, SR, SOR, SO₂R, SO₂NR₂, OR, NR₂, OCOR, NRCOR, NRCONR₂, NRSO₂R, NRSO₂NR₂, OCONR₂, CN, COOR, CONR₂, COR, or R₃Si wherein each R is independently H, alkyl, alkenyl or aryl or forms thereof containing 1-2 O, S and/or N, or wherein R⁶ is OR, NR₂, SR, NRCONR₂, OCONR₂, or NRSO₂NR₂, wherein each R is independently H, alkyl, alkenyl or aryl or the heteroatom-containing forms thereof, and wherein two R attached to the same atom may form a 3-8 member carbocyclic or heterocyclic ring and wherein said ring may further be substituted by alkyl, alkenyl, alkynyl, aryl, arylalkyl, heteroalkyl, heteroaryl, heteroarylalkyl, each optionally substituted with halo, SR, OR, NR₂, OCOR, NRCOR, NRCONR₂, NRSO₂R, NRSO₂NR₂, OCONR₂, or R₃Si wherein each R is independently H, alkyl, alkenyl or aryl or forms thereof containing 1-2 O, S and/or N wherein two R attached to the same atom may form a 3-8 member ring, optionally substituted as above defined.

2. (canceled)
3. (original): The compound of claim 1 wherein Y is an isostere of COR⁶.
4. (original): The compound of claim 3 wherein Y is tetrazole; 1,2,3-triazole; 1,2,4-triazole; or imidazole.
5. (original): The compound of claim 1 wherein each of i and j is 0.
6. (currently amended): The compound of claim ~~[[2]]~~ 1 wherein j is 0.
7. (original): The compound of claim 1 wherein Z³ is NR⁵.
8. (canceled)
9. (currently amended): The compound of claim ~~[[8]]~~ 1 wherein R⁵ is H, or is optionally substituted alkyl or acyl.

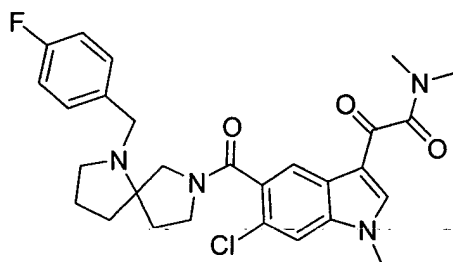
10. (canceled)

11. (canceled)

12. (currently amended): The compound of claim [[11]] wherein R^2 and R^3 are independently selected from halo, OR and alkyl.

13-38. (canceled)

39. (previously presented): The compound of claim 1 wherein the compound is:



40. (original): The compound of claim 1 wherein L^1 and L^2 are independently selected from CO, CHOH, $\text{CH}_2\text{-NH-CO}$, $\text{CH}_2\text{-N-CH}_3$, and CH_2 .

41. (original): The compound of claim 40 wherein L^1 and/or L^2 is CO.

42. (original): The compound of claim 41 wherein L^1 and/or L^2 is $\text{CH}_2\text{-NH-CO}$.

43. (previously presented): The compound of claim 41 wherein L^1 and/or L^2 is $\text{CH}_2\text{-N-CH}_2$.

44. (canceled)

45. (currently amended): The compound of claim [[44]] 1 wherein L^2 and/or L^1 is unsubstituted alkylene.

46. (currently amended): The compound of claim ~~[[44]]~~ 1 wherein L^2 and/or L^1 is unsubstituted methylene, or methylene substituted with alkyl.

47. (canceled)

48. (currently amended): The compound of claim ~~[[47]]~~ 1 wherein Ar is optionally substituted phenyl.

49. (original): The compound of claim 48 wherein said optional substitution is by halo, OR, or alkyl.

50. (original): The compound of claim 49 wherein said phenyl is unsubstituted or has a single substituent.

51. (canceled)

52. (currently amended): The compound of claim ~~[[51]]~~ 1 wherein R^1 is halo or alkoxy.

53. (original): The compound of claim 52 wherein n is 0, 1 or 2.

54. (original): The compound of claim 1 wherein L^1 is coupled to the α ring at the 4-, 5- or 6-position.

55. (original): The compound of claim 1 wherein Z^2 at position 3 is CA or CHA.

56. (original): The compound of claim 55 wherein the Z^2 at position 2 is CR^3 or CR^3_2 .


57. (currently amended): The compound of claim 56 wherein R^3 is hydrogen, or is alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aroyl, halo, OR, NR_2 , SR, SOR, SO_2R , OCOR, NRCOR, $NRCONR_2$, $NRCOOR$, $OCONR_2$, RCO, COOR, alkyl-OOR, SO_3R , $CONR_2$, SO_2NR_2 , $NRSO_2NR_2$, CN, CF_3 ,

R₃Si, and NO₂, wherein each R is independently H, alkyl, alkenyl or aryl or forms thereof containing 1-2 O, S and/or N ~~heteroforms thereof~~ and two of R¹ can be joined to form a fused, optionally substituted aromatic or nonaromatic, saturated or unsaturated ring which contains 3-8 members.

58. (currently amended): The compound of claim 57 wherein each R³ is selected from the group consisting of H, alkyl, acyl, aryl, arylalkyl, heteroalkyl, heteroaryl, halo, OR, NR₂, SR, NRCOR, alkyl-OOR, RCO, COOR, and CN, wherein each R is independently H, alkyl, or aryl or forms thereof containing 1-2 O, S and/or N ~~heteroforms thereof~~.

59. (original): The compound of claim 55 wherein Z² at position 2 is N or NR⁴.

60. (currently amended): The compound of claim 59 wherein R⁴ is H, or alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, or is SOR, SO₂R, RCO, COOR, alkyl-COR, SO₃R, CONR₂, SO₂NR₂, CN, CF₃, or R₃Si wherein each R is independently H, alkyl, alkenyl or aryl or forms thereof containing 1-2 O, S and/or N ~~heteroforms thereof~~.

61. (original): The compound of claim 1 wherein  represents a double bond.

62. (canceled)

63. (previously presented): A pharmaceutical composition for treating conditions characterized by enhanced p38-α activity which composition comprises
a therapeutically effective amount of a compound of claim 1 and a pharmaceutically acceptable excipient.

64. (original): The composition of claim 63 which further contains an additional therapeutic agent.

65. (original): The composition of claim 64 wherein said additional therapeutic agent is a corticosteroid, a monoclonal antibody, or an inhibitor of cell division.

66. (previously presented): A method to treat a condition mediated by p38- α kinase comprising administering to a subject in need of such treatment a compound of claim 1 or a pharmaceutical composition thereof.

67. (original): The method of claim 66 wherein said condition is a proinflammation response.

68. (original): The method of claim 67 wherein said proinflammation response is multiple sclerosis, IBD, rheumatoid arthritis, rheumatoid spondylitis, osteoarthritis, gouty arthritis, other arthritic conditions, sepsis, septic shock, endotoxic shock, Gram-negative sepsis, toxic shock syndrome, asthma, adult respiratory distress syndrome, stroke, reperfusion injury, CNS injury, psoriasis, restenosis, cerebral malaria, chronic pulmonary inflammatory disease, silicosis, pulmonary sarcosis, a bone resorption disease, graft-versus-host reaction, Crohn's Disease, ulcerative colitis, Alzheimer's or pyresis.